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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

**DELPHI CORPORATION, et al.,

Debtors.**

Chapter 11

Case No. 05-44481 (RDD)

Jointly Administered

**WITHDRAWAL BY COMPUTER SCIENCES CORPORATION OF ITS
OBJECTION TO: (I) CONFIRMATION OF DEBTORS' MODIFIED
CONFIRMED PLAN; AND (II) DEBTORS' MOTION FOR
SALE OF SUBSTANTIALLY ALL OF THEIR BUSINESS OPERATIONS**

TO THE HONORABLE ROBERT D. DRAIN, UNITED STATES BANKRUPTCY JUDGE:

Computer Sciences Corporation ("CSC"), party to a postpetition contract with the Debtors and an administrative expense creditor and party-in-interest in the above-captioned, jointly administered Chapter 11 bankruptcy cases ("Bankruptcy Case") of Delphi Corporation ("Delphi") and its affiliated debtors-in-possession (collectively, the "Debtors"), hereby withdraws (the "Withdrawal") the *Objection of Computer Sciences Corporation to: (i) Confirmation of Debtors' Modified Confirmed Plan; and (ii) Debtors' Motion for Sale of Substantially All of Their Business Operations* [docket no. 17615] (the "Objection"), as follows:

1. CSC filed the Objection on July 7, 2009. By the Objection, CSC objected to the confirmation of the Debtors' Modified Plan and Proposed Sale (as defined in the Objection). The crux of the Objection was that nothing in the Modified Plan or Proposed Sale should prejudice or preclude CSC's rights, claims, causes of action, issues, and remedies, as pending in Adversary Proceeding No. 09-01271 (RDD), commenced by CSC against Delphi and set for trial before this Court on August 3, 2009.

2. As evidenced by the attached Exhibit "A", which CSC hereby incorporates herein, the Debtors have agreed to insert the following protective language into any order they propose to the Court confirming the Modified Plan or approving the Proposed Sale:

Notwithstanding anything contained herein to the contrary, nothing in this Order shall in any way prejudice the rights, claims, causes of action, counterclaims, defenses, affirmative defenses, or remedies of the Debtors or Computer Sciences Corporation regarding the matters pending in Adversary Proceeding No. 09-01271 (RDD), and nothing in this Order shall in any way provide any preclusive relief with respect to the same.

3. In reliance on said agreement by the Debtors, CSC hereby withdraws the Objection without prejudice, reserving all rights in the process.

Respectfully submitted, this 16th day of July, 2009.

MUNSCH HARDT KOPF & HARR, P.C.

By: /s/ Raymond J. Urbanik
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CERTIFICATE OF SERVICE

This is to certify that on the 16th day of July, 2009, I caused a true and correct copy of the foregoing pleading to be served via U.S. first class mail, postage prepaid, on each of the parties listed below.

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